

X-MEN

12¢ 54  
IND. MAR



MARVEL  
COMICS  
GROUP

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



CYCLOPS  
MUST  
DIE!

TM & © 2005 MARVEL





# LOOK WHAT'S HAPPENING

TO THE HANDSOME MUSCULAR MEN ON MUSCLE BEACH, CALIFORNIA!

**WITH ONE TWIST, IN JUST ONE SECOND, They're Adding Inches of Muscles, To Their Arms, Chest, Shoulders. WHY NOT YOU?**

The "007" TWISTER is turning them on—even the Girls! From one end of Muscle Beach to the other, muscular things are popping up everywhere you go! The handsome, fun-going attractive fellows are twisting with the "007" TWISTER to add up to 2" on their arms, 4" on their chest, besides muscularizing their waists and building vigorous legs. They are giving the more than 500 muscles in their bodies a thorough going-over—to build power—rugged vigor—herculean muscular size, because they need he-man muscles—for surfing, swimming and lifting girls overhead with one arm! They know that one twist of the "007" TWISTER makes their muscles come alive with VIGOR...POWER...for Super Happenings! Don't you just read this ad—JOIN THE FUN! —SHAPE UP!—And What Shape You'll Be In!

## MUSCLES—ARE FOR REAL MEN!

See For Yourself What Super-Happenings You're In On When You Start Twisting With the "007" TWISTER and Build Your Own Muscular Go-Go, Action-Packed Body—all in the privacy of your own home!

**THE BODY BEAUTIFUL LOOK IS CREATED WITH THE "007" TWISTER!**  
Beauty—  
Muscularize—Give Your Body the Tough and Rugged Muscular Look of a Muscle Beach He-Man!



## DOES YOUR BODY LOOK MUSCLE-STARVED? Then become this new breed of wildcat!

Be my guest—use the "007" TWISTER and if 5 minutes doesn't convince you that you too can easily toughen up and put yourself in this exciting, dramatic Muscle Beach setting, return it for a full refund! Fair? My "007" TWISTER is Tough—Durable—Elegant, made of chromed-steel tubing with easy to hold rubber grippers. As you take it in your hands, the very first twist of its shiny coils will make every muscle in your body COME ALIVE with Vigor and Power! It gently coaxes your arms, chest, back and legs into Super-Muscle Happenings, adding inches of rugged muscle all over your body! It makes you Shape Up—Toughen Up—Muscle Up FAST...the Muscle Beach Way! So start going with the youthful, fun-loving crowd now—bring some Muscle Beach excitement into your life—by ordering your "007" TWISTER today! IT'S GUARANTEED TO PRODUCE RESULTS—OR MONEY BACK!

THIS IS A LIMITED OFFER AND AVAILABLE ONLY THROUGH THIS COUPON—SO HURRY!

# FREE!

THIS 128-PAGE BOOK—to help you Muscle Up to a bigger, better, more "cut-up" body! Contains 15 exciting courses with over 200 photos of the Champs in muscle building action! A \$5 value—it's yours FREE—just for ordering the "007" TWISTER! Get your copy NOW!



**THE ROMANTIC LOOK IS CREATED BY THE "007" TWISTER!**



ONLY

**\$998**

Postpaid

Comes with FREE illustrated course of instructions.

**My Personal Guarantee: YOU MUST BUILD A MUSCLE BEACH, "SUPER-HAPPENING", MUSCULAR BODY OR RETURN THE TWISTER FOR EVERY PENNY BACK! ORDER NOW!**

## CALIFORNIA, MUSCLE BEACH—BODYBUILDER

JOE WEIDER  
531 - 32nd Street  
Union City, N.J. 07087

Dept. 83-39PT

Dear Joe:

I want to bring the excitement of Muscle Beach into my life and make my muscles "come alive" with Super Happenings, too! Enclosed is \$9.98—rush me the "007" along with free instructions and the FREE muscle building book. I understand that if I am not completely satisfied, I may return the TWISTER for a full refund.

NAME \_\_\_\_\_ AGE \_\_\_\_\_  
(please print clearly)

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_\_ ZIP \_\_\_\_\_



# X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME! WANTED: DEAD OR ALIVE--CYCLOPS!



THESE PYRAMIDAL PYROTECHNICS BY:  
 STAN LEE ..... CHIEF PHARAOH  
 ARNOLD DRAKE..... SCROLL WRITER  
 DON HECK ..... MUMMY DESIGNER  
 VINCE COLLETTA... HIEROGLYPHICS PERPETRATOR  
 JEAN IZZO ..... GRAFFITI LETTERER

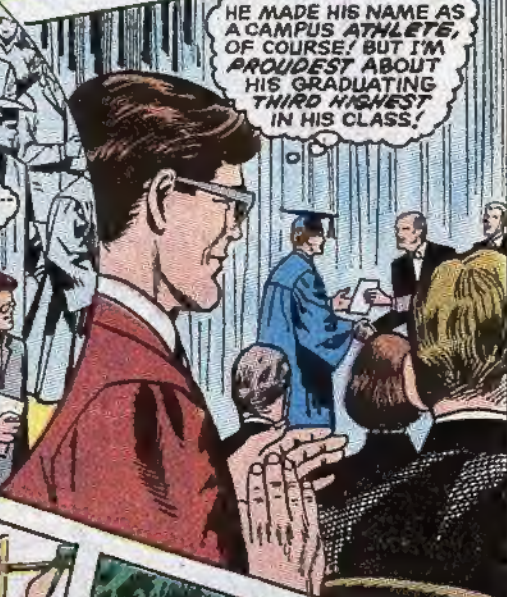
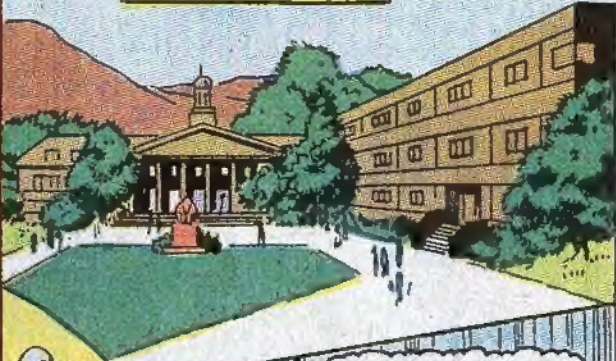
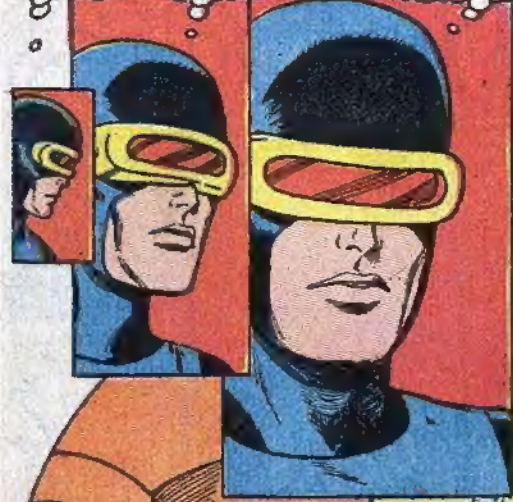
WAIT, O BREATHLESS ONES! WOULD YOU RISK THE WRATH OF RA AND THE EVERLASTING SPELL OF THE SAWINX BEFORE KNOWING HOW THIS CAME ABOUT? FEAR NOT, FELLAHIN! THE ANSWER LIES JUST BEYOND

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NOW IN THE NAME OF SANITY...  
--DID I GET INTO A JAM LIKE THIS?  
OH, YES--IT'S COMING BACK TO ME NOW! IT STARTED ON A LOVELY SPRING DAY--

--ON THE CAMPUS OF OLD LONDON COLLEGE! ALL THE X-MEN HAD TURNED OUT TO CELEBRATE MY WELL-KEPT SECRET--



HIS ATHLETIC PROWESS HE WAS BORN WITH--BECAUSE, LIKE MYSELF, HE'S A MUTANT! ONLY HE'S NOT QUITE AWARE OF THAT--YET!

PLEASD TO MEET YOU, MR. MCCOY!

PERSIST IN ADDRESSING US ALL IN THIS FORMAL FASHION, ALEX, AND YOU RISK ENDANGERING A WARM RAPPORT!



GET OUT OF YOUR CAP AND GOWN AND WE'LL BUY YOU A BREW DOWN AT JACK'S SHACK! YOU'RE OLD ENOUGH, NOW!

THANKS, BIG BROTHER! BE WITH YOU IN TWO SHAKES OF A MORTARBOARD TASSEL!

STRANGEST PREMONITION AS I WALKED THROUGH THAT DOOR! LIKE SOME KIND OF WARNING!

WHA-?!?

I HAVE HIM NOW, BARESH! QUICK-- THE RING OF SILENCE!

HAIL TO THEE, ALEXANDER SUMMERS! WE BRING YOU GREETINGS FROM-- THE PHAROH!

IT IS HERE, BROTHER MALEK! AND WITH ONE BREATH, THE BOY WILL SLEEP AS THOUGH ENTOMBED!

ALEX! WHAT'S TAKING YOU SO LO--

IT WOULD APPEAR AS IF THERE MIGHT BE THERE A CERTAIN ADOLESCENT IN THE PREMISES!

--GOOD GRIEF!

SHHHHH! SHE'S TRYING TO PICK UP MIND PATTERNS OF THE LAST PEOPLE IN THIS ROOM!

SCOTT-- WHAT'S JEANNIE D--?



# Be the One Who "Makes" Every Party!

**SWINGING BEACH PARTIES!**



**EXCITING HOOTENANNIES!**



**ROCKING JAM SESSIONS!**



## Join the swinging world of MUSIC

**We'll Send You FREE BOOKLET That Shows How You Can Now Play the Piano, Accordion, Guitar — or ANY Instrument You Want!**

Wouldn't you like to be really popular at parties — playing the music everybody wants to hear?

Picture the thrill of leading your friends in a wild, hoot-and-holler folk-sing! Of rocking the house down with your own combo! Of playing the latest R & B hits, Surf sounds, Mersey Beat! When you can play music, a whole new swinging world opens up for you — a wonderful world of new self-confidence... popularity... new friends... and even extra cash! Many teen-agers earn their spending money by playing at dances and all kinds of affairs. Still others make music their career... and tour the country in singing groups and combos!

Right now there's a boom on for teen-age musical talent. Every day you hear of another successful new group from Detroit, L.A., or Nashville. Their records sell from coast to coast, their personal appearances thrill thousands! Overnight these kids make "the big time"!

If you like music — if you can follow a tune or keep a beat — it's a good sign that you may have hidden talent. U.S. School of Music wants to discover this talent in kids like you — develop it to bring you more fun in life — even to earn you extra money!

### Learn to Play at Home

This exciting new home study Course is meant for active people who want to play fast — who don't want to go slow or be bored. NO impatient teachers to please. NO appointments to keep (or miss). You learn fast by actually playing your favorite instrument. Easy-to-understand instructions and plenty of big, clear pictures teach you step-by-step.

**EVEN IF YOU DON'T KNOW A NOTE NOW, THIS COURSE CAN HAVE YOU PLAYING REAL MUSIC — RIGHT FROM THE START!**

Your very first lessons include popular songs... old favorites... folk tunes. And because you play from real notes you'll quickly be reaching for every kind of music. Ballads... rhythm and blues... standards... the latest numbers from Liverpool — anything you like. **EVERYTHING** your friends beg you to play. What's more, others in your group can learn right along with you, from the same lessons, if you want. And the cost for everything (including valuable sheet music) is unbelievably low — only a few pennies for each lesson!

### MAIL COUPON TODAY

The thrill of playing music is waiting for you NOW! Get started by mailing coupon for valuable Free Booklet. This booklet SHOWS why our way to learn music is so FAST and EASY. It is fully illustrated — and packed with important information as our staff (including award-winning Guitarist Harry Volspey), lessons, free sheet music, additional printed lectures, Personal Advisory Service, and so much more.

Just fill in the coupon. Check the instrument you want to play, and mail the coupon now. Booklet will be sent at once. There is no obligation. **U.S. SCHOOL OF MUSIC**, Port Washington, New York 11050. Licensed by the New York State Education Dept.



**SAXOPHONE**



**PIANO**

**THESE STUDENTS "MADE IT" ... YOU CAN TOO!**

### TRAVELS AROUND THE WORLD

"When I returned to the United States I found I was playing well enough to lead a trio. Have since worked in California, Denver, Rapid City, Washington, D.C., and Europe."

—Phil Filicec  
Nancy, France

### FRIENDS ARE ASTONISHED

"Ever since I signed up for Piano Course, I have been reaping happiness. My friends are astonished, and my family happy. I am a happier person. I will never forget all the fun I've had while being enrolled in your school."

—Linda L. Kurtz  
Airville, Pa.

### HAS 3-PIECE BAND

"I never thought when I took up your Course that I would play this well. I have a three-piece band. We play at night clubs around this area. So you see how much your Course means to me."

—Howard Clark  
Blaine, Ohio

### PLAYS ON RADIO AND TV

"I have performed on television, radio, and before large audiences. I have also written three musicals. I owe my thanks to the U.S. School of Music."

—Leonard Ira Drumheller, Jr.  
Charlottesville, Va.

### GUITAR



**ACCORDION**

**U.S. SCHOOL OF MUSIC, Studio A1473**  
Port Washington, New York 11050

Yes! I want to learn to play the instrument checked below. Please send me FREE, your illustrated booklet, "How You Can Learn To Play Music in Your Own Home." I am under no obligation.

Check the instrument you would like to play (check one only):

- |                                       |  |                                   |
|---------------------------------------|--|-----------------------------------|
| <input type="checkbox"/> Piano        | <input type="checkbox"/> Tenor Sax                     | <input type="checkbox"/> Violin   |
| <input type="checkbox"/> Guitar       | <input type="checkbox"/> Trumpet                       | <input type="checkbox"/> Ukulele  |
| <input type="checkbox"/> Accordion    | <input type="checkbox"/> Cornet                        | <input type="checkbox"/> Clarinet |
| <input type="checkbox"/> Saxophone    | <input type="checkbox"/> Organ, pipe, electronic, reed | <input type="checkbox"/> Trombone |
| <input type="checkbox"/> Steel Guitar |  | <input type="checkbox"/> Mandolin |

Do you have instrument?  
☐ Yes ☐ No

Instruments, if needed, supplied to our students at reduced rates.

Name..... Age.....  
(Please Print Clearly)

Address.....

City & State.....

Accredited Member, National Home Study Council





...YOU HAVE DONE WELL, MY SERVANTS! FOR, HERE LIES THE ONLY LIVING MAN WHO COULD CHALLENGE MY POWER! THE YOUNG FOOL DOES NOT REALIZE--

--THAT WITHIN HIM RUNS THE BLOOD OF ROYAL EGYPT! FEW MEN KNOW THAT--

--ALL OF THE PHARAONS WERE MEN OF SPECIAL NATURAL POWERS! --MUTANTS!

AS THIS ONE, LIKE MYSELF, IS SUCH A MUTANT, I FELT HIS BLOOD CALL TO MINE! THUS, I ORDERED HIS CAPTURE!

AND NOW I ORDAIN-- HIS DEATH!





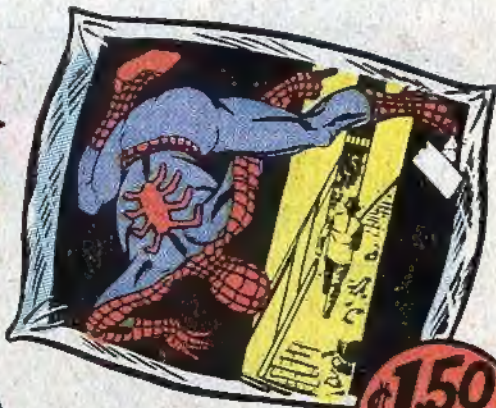






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**\$1.50**  
PLUS 15¢  
FOR POSTAGE  
AND HANDLING



I'D LIKE \_\_\_\_\_ SPIDER-MAN PILLOWS.  
I'D LIKE \_\_\_\_\_ THOR PILLOWS.  
TOTAL → \_\_\_\_\_

SEND TO:  
MARVEL COMICS GROUP, DEPT. PP  
625 MADISON AVE. NYC, N.Y. 10022

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CITY \_\_\_\_\_

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SEND NO CASH! CHECK  
OR MONEY ORDER ONLY.

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POSTAGE AND HANDLING. WRITE  
SIZE IN COUPON BELOW:  
YOUTH - MEDIUM-LARGE  
ADULT-SMALL-MEDIUM-LARGE



WE'VE ONLY GOT A  
LIMITED SUPPLY.  
FRANTIC ONES, SO RUSH  
YOUR ORDER IN NOW!

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ALL NEW MEMBERSHIP KIT:  
AN OFFICIAL RECORDING  
OF M.M.M.S. SONG...  
SWINGIN' STICKERS OF  
EIGHT MARVEL HEROES  
...A NUTTY NEW NOTE  
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PENCIL...AN M.M.M.S.  
CERTIFICATE...YOUR OWN  
MEMBERSHIP CARD...  
**ALL FOR ONLY \$1.00**  
PRESENT MEMBERS:  
SEND US YOUR MEMBERSHIP  
NUMBER AND WE'LL  
SEND YOU NEW KIT FOR 75¢

T-SHIRTS	SIZE	QUANTITY
CAPT. MARVEL		
SPIDER-MAN		
THE HULK		
THOR		

TOTAL

\$ \_\_\_\_\_

MERRY MARVEL  
MARCHING SOCIETY  
KIT \$ \_\_\_\_\_



OKAY, MADMEN... HERE'S MY HARD-  
EARNED CASH, WHICH I'M SENDING YOU AT:  
M.M.M.S. MARVEL COMICS GROUP DEPT. A.J.  
625 MADISON AVE. N.Y.C. N.Y. 10022

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_

STATE \_\_\_\_\_

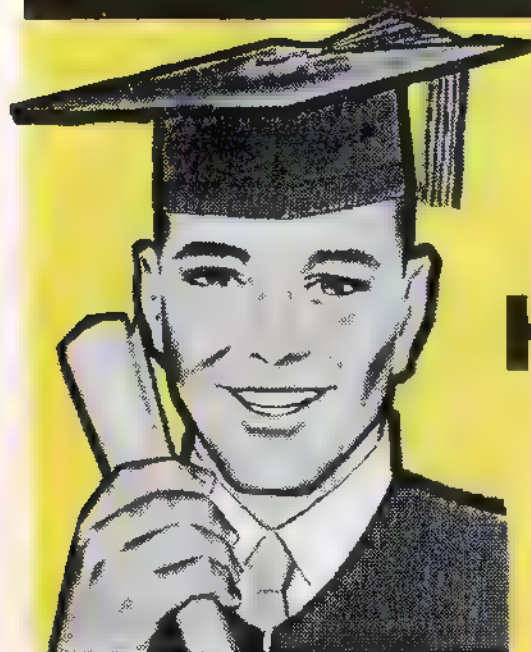
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**EARN A DIPLOMA IN YOUR SPARE TIME  
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This new, streamlined program is offered by Academy for Home Study. It was planned especially for working men and women who need a diploma to get ahead and can't take time out to go back to classroom study. It offers these advantages:

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- Simplified Lessons • Very Little Writing
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A diploma means a lot today — in prestige and in cash, and in greater job opportunities—increased job security.

## Get the Full Story—FREE

Send for Academy's FREE booklet. It tells you how you can finish high school at home. Low cost, easy terms. You will also receive free a valuable Government booklet with advice for drop-outs, and a self-scoring test of your general knowledge. You may discover you are much closer to completing high school than you imagined. Mail coupon below today. Academy, 425 South Dearborn, Chicago, Illinois 60605.



## ACADEMY FOR HOME STUDY

425 S. Dearborn, Dept. 86-903, Chicago, Illinois 60605

Please rush FREE booklet on how to finish high school at home, also free Government booklet and self-scoring test. No obligation.

Name.....Age.....  
Apt.....  
Address.....No.....County.....  
City & State.....Zip.....  
.....No.....

Accredited Member National Home Study Council

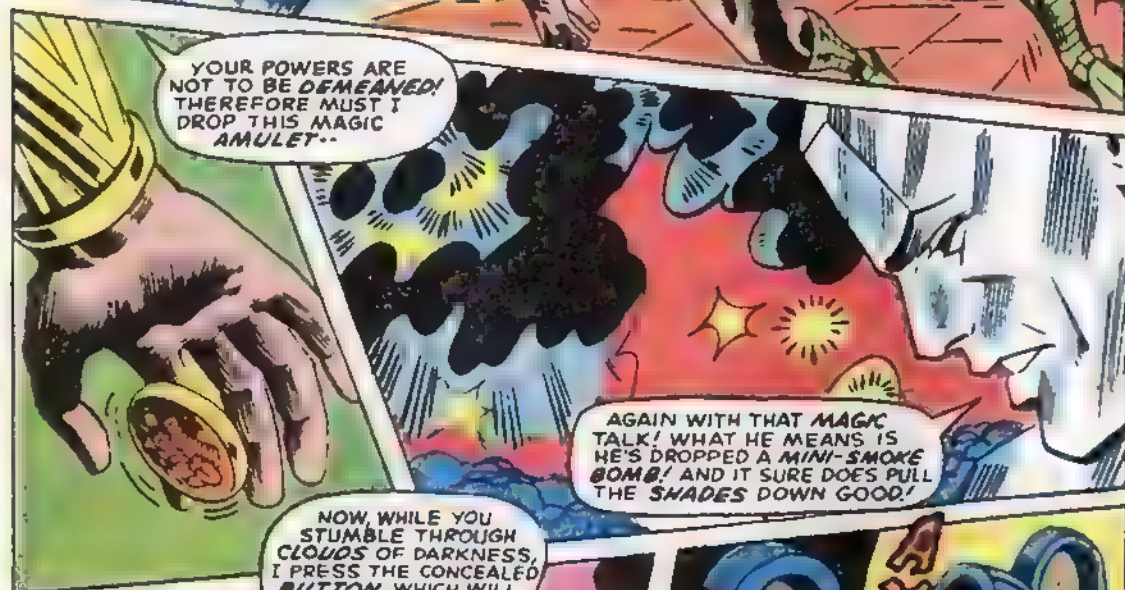




SPEAK YOUR LAST WORDS TO RA, OR WHATEVER DIETY YOU WORSHIP--

HOLD IT, PYRAMID POPPA! YOU'RE ABOUT TO GET DROWNED--

BY A BRAIN WAVE--



YOUR POWERS ARE NOT TO BE DEEMED! THEREFORE MUST I DROP THIS MAGIC AMULET--

AGAIN WITH THAT MAGIC TALK! WHAT HE MEANS IS HE'S DROPPED A MINI-SMOKE BOMB! AND IT SURE DOES PULL THE SHADES DOWN GOOD!

NOW WHILE YOU STUMBLE THROUGH CLOUDS OF DARKNESS, I PRESS THE CONCEALED BUTTON WHICH WILL RELEASE MY LOYAL WARRIORS!











WOW! NO ONE BUT  
MEN! LET THIS BE  
OUR GRAND  
FINALE!

OKAY, HERE'S MY  
CONTRIBUTION! NEAT!  
BUT NOT GAUDY!

AND WHAT'S KID  
COOL UP TO?

WELL, I'M JUST  
LOSING THE  
WHOLE SHOW  
IS ALL IN MY  
OWN COMABLE  
FASHION! BY  
RINGING DOWN  
AN ICE CURTAIN!

AND SO IT COMES  
TO THIS MAN OF  
FLAMING EYES  
THAT YOU AND I  
HAVE THE FINAL  
CONTEST--

YOUR MUTANT  
POWER AGAINST  
MY OWN!

I LIKE IT BETTER  
THIS WAY, PHARAOH!  
AND LET HIM WHO  
WEAKENS FIRST  
FALL BY THE  
WAYS DE! HOWEVER,  
I HAVE NO INTENTION  
OF BEING THE  
FALLEN!



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ZIP Code No. \_\_\_\_\_

Are You a Boy? Age \_\_\_\_\_ Date Born \_\_\_\_\_ Year \_\_\_\_\_

Print Your Last Name Plain y Here \_\_\_\_\_

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I enclose \$\_\_\_\_\_ for the items checked here:

- ☐ 1. 3 Real Old Lincoln Cents
- ☐ 2. "Kennedy Looks at Lincoln" Penny
- ☐ 3. Uncirculated 19th Century Silver Dollar
- ☐ 4. Coins: Questions & Answers

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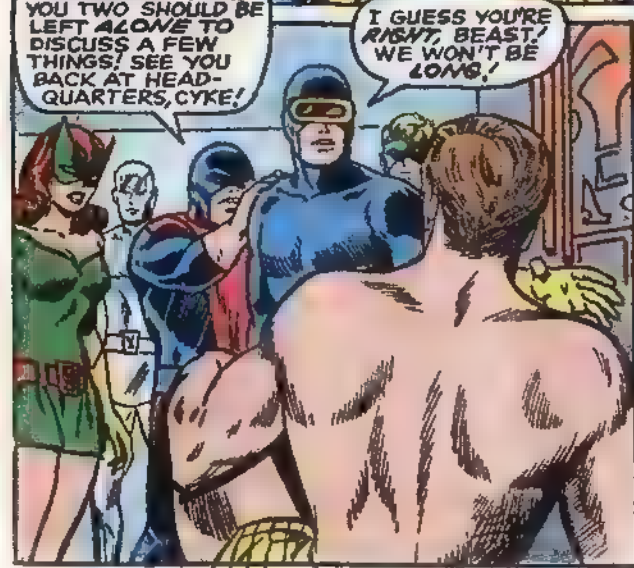
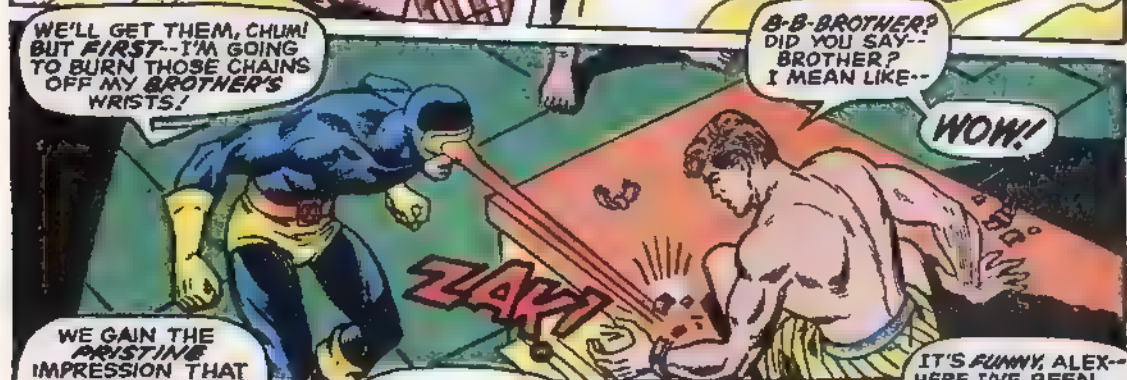
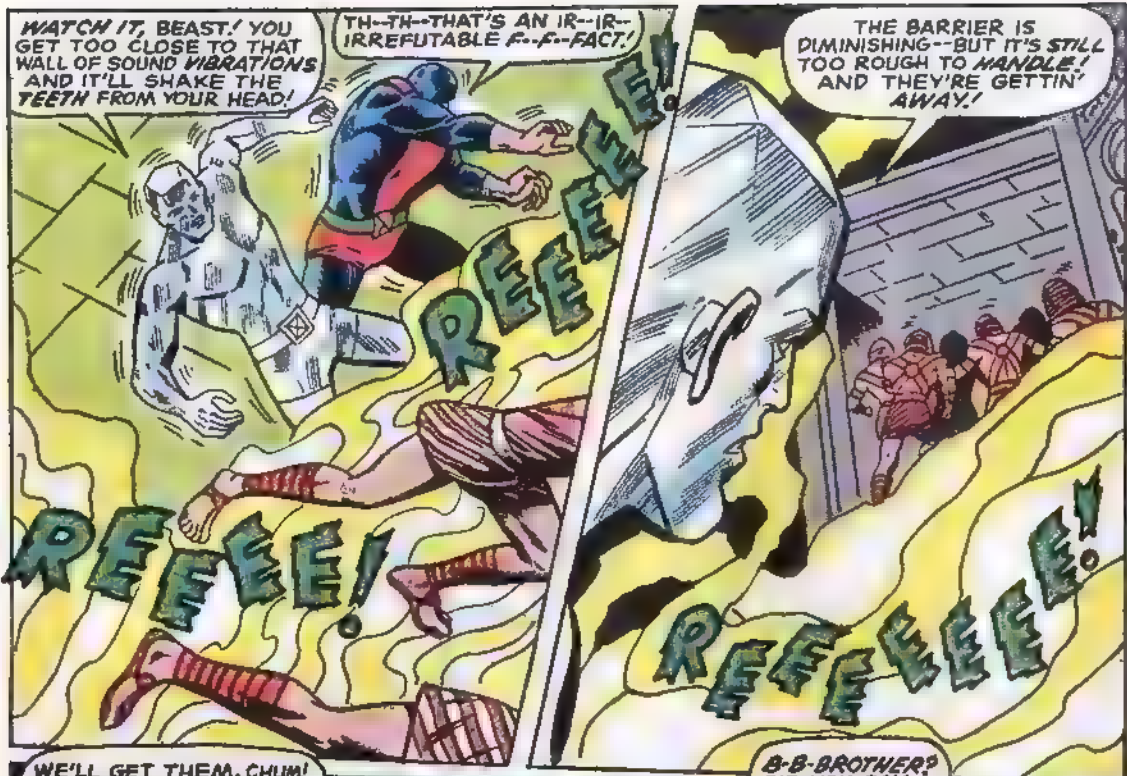
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OKAY--BUT IT'S THE CRAZIEST DARN THING! SUDDENLY I'M SHY ABOUT THIS AND

WHAT'S THE MATTER? YOU AFRAID I'M GOING TO BE ASHAMED OF BEING THE KID BROTHER OF THE LEADER OF THE X-MEN?

CYCLOPS OR SCOTT YOU'RE STILL THE GREATEST!

HEY-- DID YOU HEAR SOMETHING?

YES--A RUSTLING SOUND-- LIKE A ROSE! BUT WHERE FROM?

GOT TO FIND OUT WHO--!

YOU ARE TOO LATE, MAN OF THE BURNING EYES! FOR I HAVE RETURNED UNNOTICED! AND NOW I BRING DOWN UPON YOU--

THE CURSE OF THE PHARAOH'S EYES! NONE CAN ESCAPE THE DARKNESS THEY BRING!

STRANGE LUMINESCENT JEWELS GLEAMING AT US-- BURNING RIGHT THROUGH TO THE BRAIN!

THE PHARAOH'S EYES ARE HYPNOTIC GEMS! I--I'M BLACKING OUT!



DOWN, DOWN INTO A STYSIAN TUNNEL FROM WHICH THERE SEEMED NO RETURN! THEN, SLOWLY, CYKE'S HEAD CLEARED!

ON YOUR FEET, CYCLOPS! BOTH HANDS BEHIND YOUR NECK!

WE'VE NEVER TRUSTED YOU CRAZY, COSTUMED MUTANTS!

STILL, I NEVER THOUGHT I'D LIVE TO SEE THE DAY WHEN WE HAD TO ARREST AN X-MAN AND FOR MURDER!

MURDER?

YOU HEARD US! THIS ONE WHO CALLED HIMSELF THE PHARAOH-- HE'S DEAD AS THEY COME! AND YOU LYIN' THERE PRETENDING TO BE KNOCKED OUT!

HE DOESN'T REALIZE THAT ALEX WAS HERE WITH ME! AND IF I DIDN'T KILL THE PHARAOH--ALEX DID--AND RAN! THAT MEANS HE NEEDS MY HELP!

YOU'RE JUST GOING TO HAVE TO FORGIVE ME, GENTLEMEN! WHEN I'VE FOUND MY BROTHER-- AND GOTTEN HIM STRAIGHTENED OUT-- I'LL MAKE IT UP TO YOU!

WHOP!

CRACK!





HE GOT AWAY! HOW'S IT GONNA LOOK ON THE REPORT--HIM OVERPOWERING THE TWO OF US?

FORGET IT, FRED-- HE'S OVERPOWERED WHOLE ARMIES! THAT'S NOT WHAT GOT ME!

IF THE X-MEN ARE TURNING BAD, WHAT CAN ANYBODY DO TO STOP 'EM?

...THUS, THE FUGITIVE CYCLOPS IS BEING HUNTED FOR TWO CRIMES--THE BRUTAL MURDER OF THE MAN CALLED THE PHAROAH--AND ASSAULTING TWO POLICEMEN!

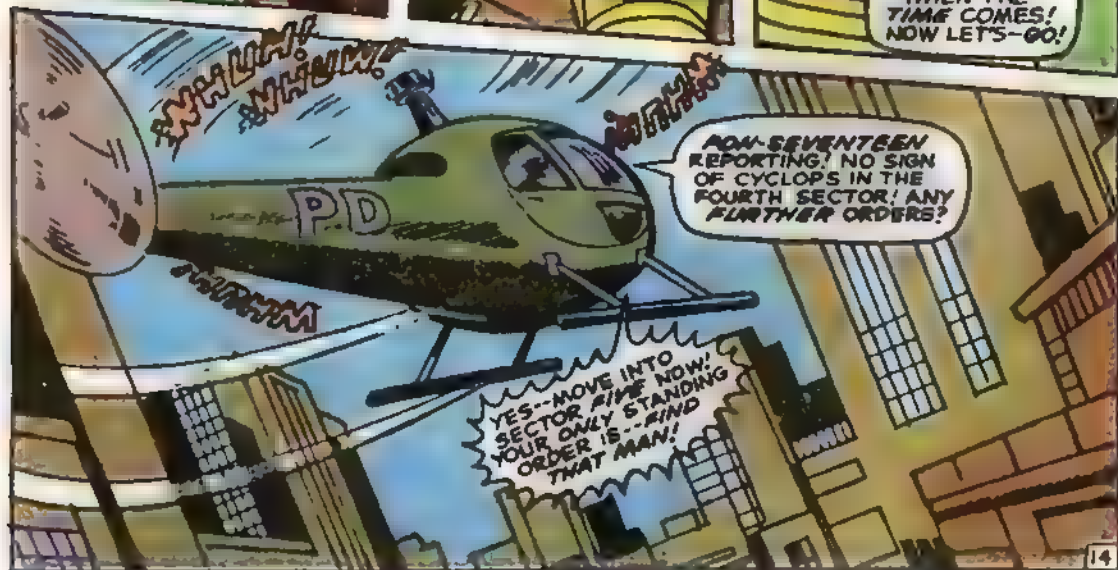
WHAT WE BELIEVE DOESN'T MATTER! LISTEN--!

I WON'T BELIEVE IT! I JUST WON'T!

WE'VE GOT TO FIND SCOTT BEFORE THE POLICE DO!

BUT EVEN IF WE DO--THEN WHAT?

WE'LL WORRY ABOUT THAT WHEN THE TIME COMES! NOW LET'S GO!



ROW SEVENTEEN REPORTING! NO SIGN OF CYCLOPS IN THE FOURTH SECTOR! ANY FURTHER ORDERS?

YES--MOVE INTO SECTOR FIVE NOW! YOUR ONLY STANDING ORDER IS--FIND THAT MAN!



THESE NATURAL  
TUNNELS UNDER  
PHARAOH'S  
HEADQUARTERS--  
ALEX MUST HAVE  
DISCOVERED  
THEM--

--AND DISAPPEARED  
DOWN HERE! THE  
POOR KID  
PANICKED!  
BUT IF I CAN  
JUST FIND  
HIM--

AHHHH! A LIGHT AHEAD!  
I CAN SEE A FIGURE  
OF A MAN! IT MUST  
BE AL--NO! IT'S

**THE PHARAOH!**

BUT IT CAN'T BE!  
YOU'RE DEAD! I SAW  
YOUR BODY! AND THEY  
EVEN CLAIM--I KILLED  
YOU!

LET ME ASSURE YOU  
--I AM VERY MUCH  
ALIVE! FOR I AM A  
DIRECT DESCENDANT  
OF THE IMMORTAL  
ONES! PHARAOKS  
HAVE 10,000 LIVES!

BUT YOU HAVE  
ONLY ONE--AND  
IT IS ABOUT TO  
**END!!**

NEXT:

THE **SECRET**  
OF **CYCLOPS'**  
**BROTHER!**



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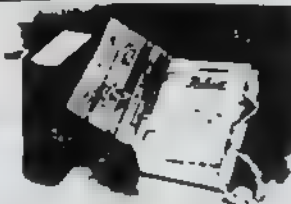
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# MONSTER SIZE SKELETON

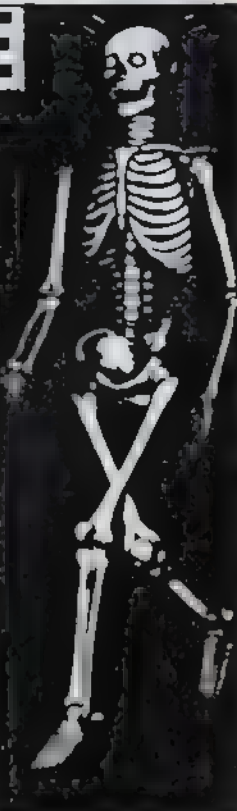
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BEGINNING: A NEW CHAPTER FROM THE X-MEN FAMILY ALBUM!

# THE MILLION DOLLAR ANGEL



WARREN!  
COME DOWN  
FROM THERE  
THIS SECOND!  
THAT TREE  
IS OVER  
TWENTY FEET  
HIGH!

EEEEEEK!

EASY, MOM!  
THERE'S NO  
PROBLEM! HEIGHTS  
NEVER FRIGHTENED  
ME--EVEN WHEN I  
WAS A BABY!

HEY, POP--I  
FOUND THOSE  
PRACTICE GOLF  
BALLS YOU LOST!  
A BIRD CARRIED  
THEM UP HERE!  
MUST HAVE  
THOUGHT THEY  
WERE EGGS!  
SOME JOKE,  
HUH?

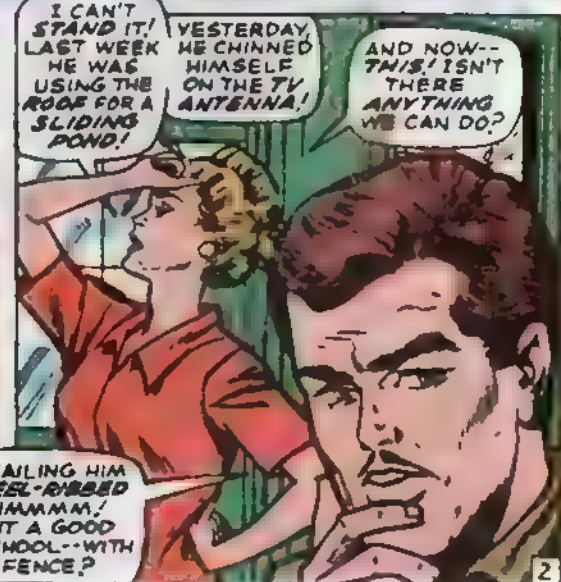
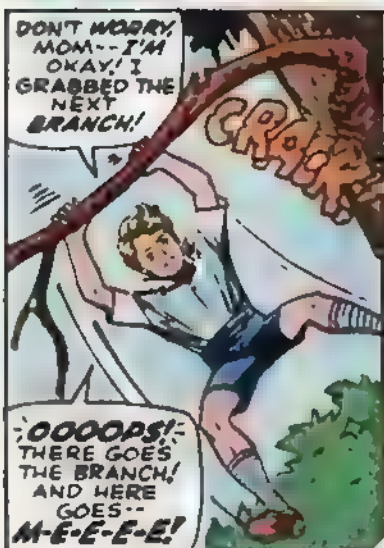
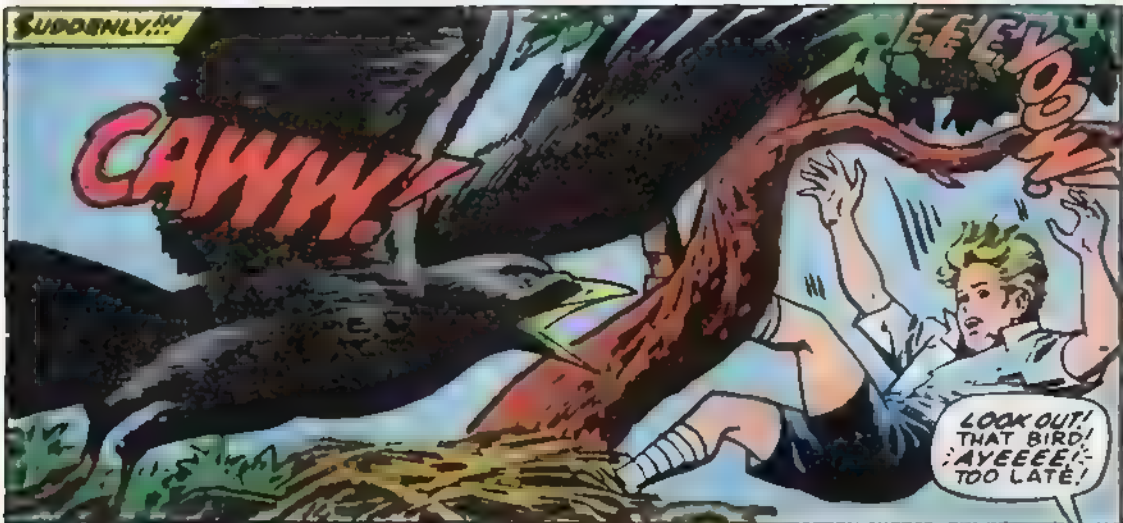
W--WARREN!  
COME DOWN,  
BOY! BUT--NOT  
TOO FAST!

THIS ANGELIC BIOGRAPHY  
EDITED BY.....STAN LEE  
WRITTEN BY.....ARNOLD DRAKE  
DRAWN BY.....WERNER ROTH

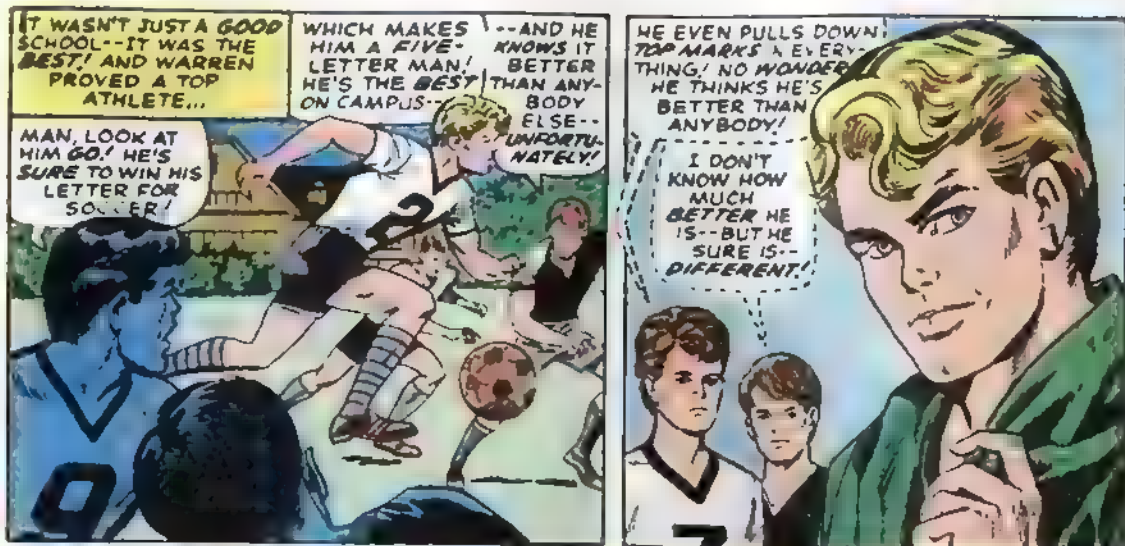
INKED BY:  
VINNIE COLLETTA

LETTERED BY:  
ARTIE SIMEK









CONTINUED AFTER NEXT PAGE







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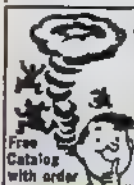
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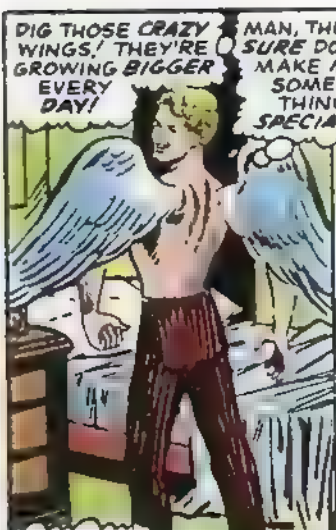
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DIG THOSE CRAZY WINGS! THEY'RE GROWING BIGGER EVERY DAY!

MAN, THIS SURE DOES MAKE ME SOMETHING SPECIAL!



YEAH--SPECIALLY LONELY--AND SPECIALLY MISERABLE! STOP KIDDING YOURSELF, CHUM--YOU'RE A FREAK!



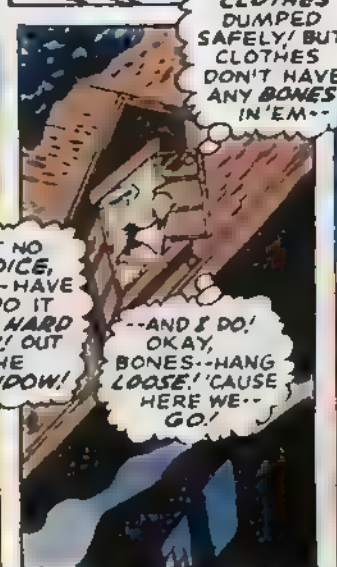
HEY! WHAT'S THAT? SMELLS LIKE--SMOKE!

IT IS SMOKE! GOTTA GET OUT OF HERE! GRAB SOME CLOTHES AND--SCRAM!



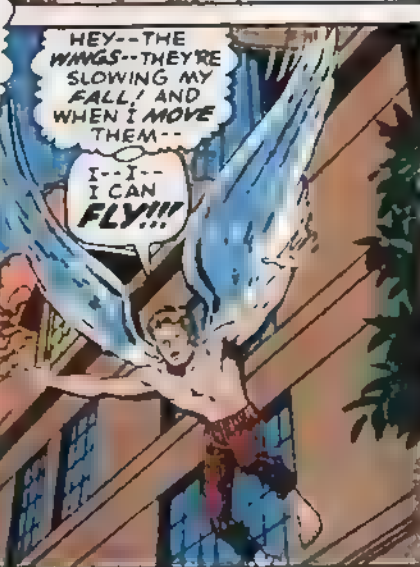
UH-OH! MORE TROUBLE! THE FLAMES'VE CUT OFF THE STAIR-CASE!

GOT NO CHOICE, NOW--HAVE TO DO IT THE HARD WAY! OUT THE WINDOW!



I GOT SOME CLOTHES DUMPED SAFELY! BUT CLOTHES DON'T HAVE ANY BONES IN 'EM--

--AND I DO! OKAY, BONES--HANG LOOSE! 'CAUSE HERE WE--GO!



HEY--THE WINGS--THEY'RE SLOWING MY FALL! AND WHEN I MOVE THEM--

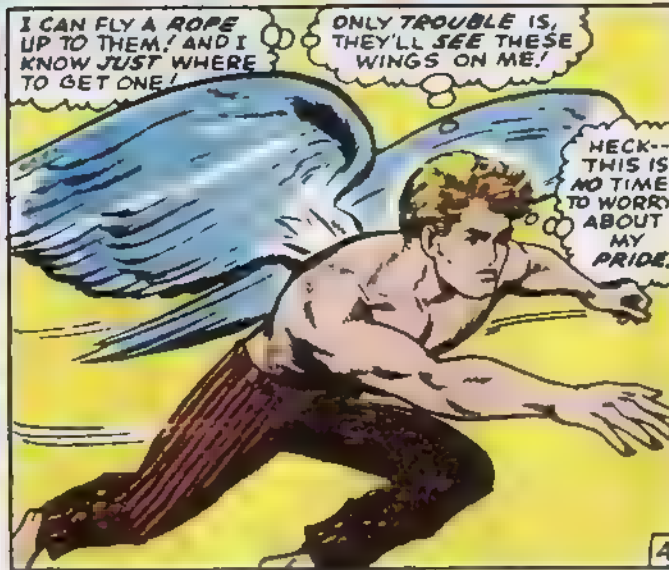
I--I-- I CAN FLY!!!



AND HERE ARE THE CLOTHES I DROPPED! NOW ALL I HAVE TO DO IS--

THAT CRY! THERE ARE GUYS STILL TRAPPED UPSTAIRS!

HELP!

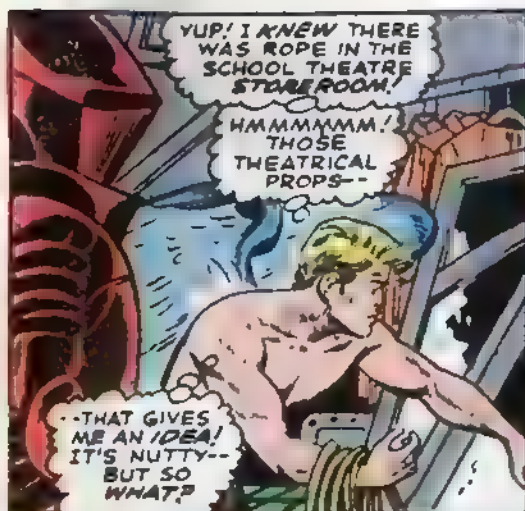


I CAN FLY A ROPE UP TO THEM! AND I KNOW JUST WHERE TO GET ONE!

ONLY TROUBLE IS, THEY'LL SEE THESE WINGS ON ME!

HECK--THIS IS NO TIME TO WORRY ABOUT MY PRIDE!

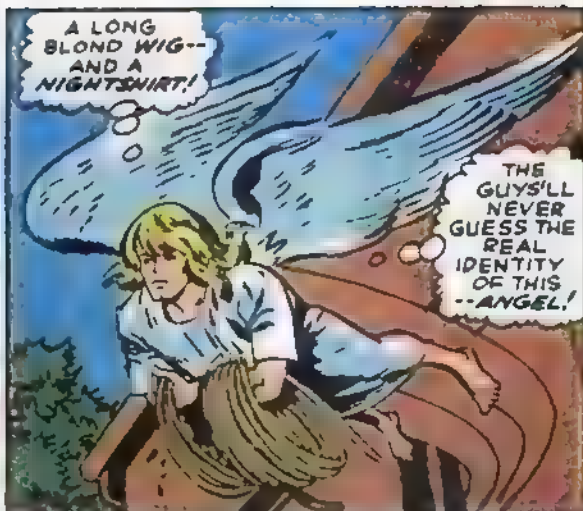




YUP! I KNEW THERE WAS ROPE IN THE SCHOOL THEATRE STOREROOM.

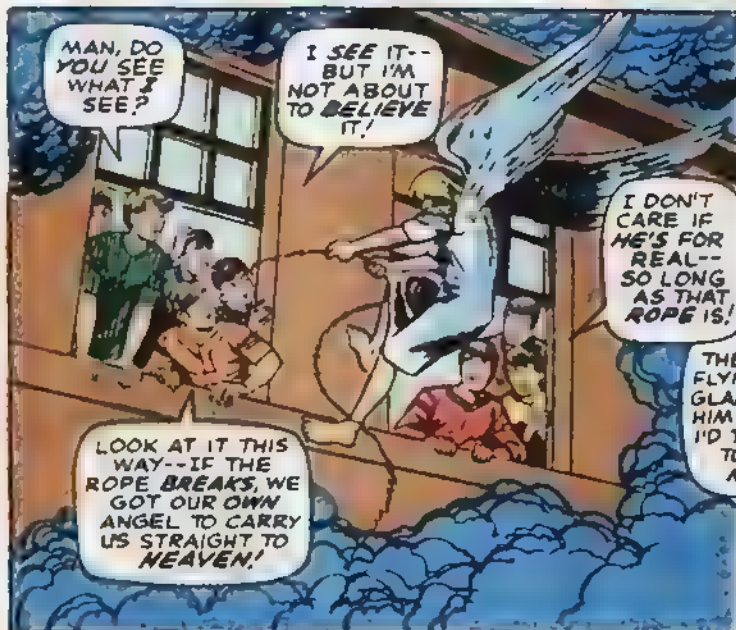
HMMMMMM! THOSE THEATRICAL PROPS--

--THAT GIVES ME AN IDEA! IT'S NUTTY-- BUT SO WHAT?



A LONG BLOND WIG-- AND A NIGHTSHIRT!

THE GUYS'LL NEVER GUESS THE REAL IDENTITY OF THIS --ANGEL!

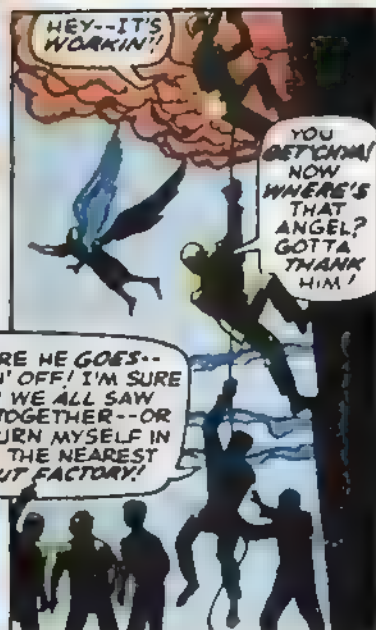


MAN, DO YOU SEE WHAT I SEE?

I SEE IT-- BUT I'M NOT ABOUT TO BELIEVE IT!

LOOK AT IT THIS WAY--IF THE ROPE BREAKS, WE GOT OUR OWN ANGEL TO CARRY US STRAIGHT TO HEAVEN!

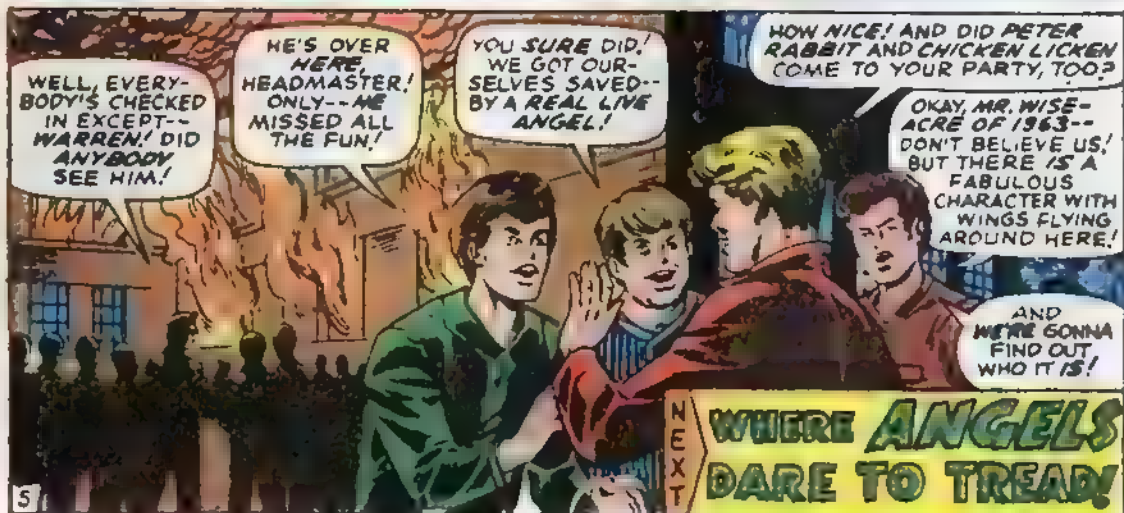
I DON'T CARE IF HE'S FOR REAL-- SO LONG AS THAT ROPE IS!



HEY--IT'S WORKIN'!

YOU GETCHA! NOW WHERE'S THAT ANGEL? GOTTA THANK HIM!

THERE HE GOES-- FLYIN' OFF! I'M SURE GLAD WE ALL SAW HIM TOGETHER--OR I'D TURN MYSELF IN TO THE NEAREST NUT FACTORY!



WELL, EVERYBODY'S CHECKED IN EXCEPT-- WARREN! DID ANYBODY SEE HIM!

HE'S OVER HERE, HEADMASTER! ONLY--WE MISSED ALL THE FUN!

YOU SURE DID! WE GOT OURSELVES SAVED-- BY A REAL LIVE ANGEL!

HOW NICE! AND DID PETER RABBIT AND CHICKEN LICKEN COME TO YOUR PARTY, TOO?

OKAY, MR. WISE-- ACRE OF 1963-- DON'T BELIEVE US! BUT THERE IS A FABULOUS CHARACTER WITH WINGS FLYING AROUND HERE!

AND WE'RE GONNA FIND OUT WHO IT IS!

NEXT WHERE ANGELS DARE TO TREAD!



# FABULOUS FACTS AND FRIVOLOUS FABLES FOR FRANTIC FANS, FAITHFUL FRIENDS, AND FIENDISH FOES!

**ITEM!** Have you noticed how many Marvel characters are appearing on various polka-dot record albums these days? We got a big kick out of seeing Dr. Strange on the latest Pink Floyd cover - and we'll shoot a brand new No Prize to the first 100 Believers who can mention at least two other albums on which we've been recently represented. And how about the way Tiny Tim kept mentioning Captain America in his TV Guide interview a while ago? Could it be because of Tiny met STAN THE MAN at The Scene a while back and they had a ball yakk'n about Marvel madness between the acts?

**ITEM!** Remember our telling you about Bashful BARRY SMITH the pandemonious penciler who imported from Britain last night? Well, never let it be said that your Blushin' Bullpen doesn't go all out when we move. We also latched onto a buddy of Barry's none other than Supp'nin' STEVE PARKHOUSE who's destined to be a Marvel staffer and writes as smashing a bit of superhero shadeggery as you could wanna read. Steve's youthful, truthful and a heckuva writer - so what with him Ras-cally Roy, Grouchy Gary and A-hie and Arnie (the typewriter twins, maybe Smiley will get that vacation someday yet).

**ITEM!** Speaking of bombastic Bullpeners, didja catch the name of STU SCHWARTZ BERG in the latest NOT BRAND ECHM? The synopsized Mr. S. is both a comedy writer and gag cartoonist (run for the hills, Marvel), and is also the lord high pun at of our photostat machine. The machine gives off a spooky green light and, just between us, it takes a lot of courage to drop in on Stu unexpectedly. It's like visiting the Castle of Frankenstein! (Who says we never gave you a plug, Calvin Beck?)

**ITEM!** Here's another tidbit for our glamor department. Didja know that Adorable ARTIE SIMER the demon speedball pen-pusher has a vummy married daughter? And didja know that she too is now uttering for nepotism: Marvel! That's why you've been seeing the name EKAN SIMER IZZU in the already tried-it panels more and more often. And so we've solved another mighty Marvel mystery!

**ITEM!** While we're at it, you might as well say hello to Titanic TONY MONTELLARO the newest addition to JOLLY SOLLY'S Put-The-Mags-Together Department. Tony's the trouble-maker who assembles the letters pages after they've been edited and socks 'em to ya with his trusty ol' paste pot and scissors. He's also a wicked man with a paint brush but more about that some other time. (By the way, you'd better be studying all these names every month! Never know when there'll be an exam.)

**ITEM!** The age-nirix ACADEMY OF COMIC-BOOK FANS AND COLLECTORS holds an annual poll to determine the most popular mag's writers and artists of the preceding year. If you'd like to take part in this freedom selection, send a stamped self-addressed envelope to MARK HANERFIELD, 4247 Colden St., Rushing, N.Y. 11355 and he'll send you a ballot. Marvel itself has nothing to do with the poll but we thought some of you frantic ones might get a kick out of voting!

**ITEM!** We've just enough room left to tell you that we've got a lot to tell you. At the end of the line.

## STAN'S SOAPBOX

One of the things we try to demonstrate in our yarns is that nobody is all good or all bad. Even a shuddy superhero can have a redeeming trait just as any howlin' hero might have his huffy hangups. One of the greatest barriers to real peace and justice in this troubled world is the feeling that everyone on the other side of the ideological fence is a bad guy. We don't know if you're a far-out radical or Mr. Establishment himself, if you're a black militant or a white liberal, if you're a pacifist, protest marcher or a polly John Birchler, but whatever you are, don't get bogged down by hinder-garden labels. It's time we learned how frictionless it is to think in terms of us and them of black and white. Maybe just maybe the other side isn't all bad. Maybe your own point of view isn't the only one that's dimly inspired. Maybe we'll never find true understanding until we listen to the other guy and until we realize that we can never march across the Rainbow Bridge to true Nirvana unless we do it side by side!

Escapade!

Smiley

## THE MIGHTY MARVEL CHECKLIST

Marvel-on-Mags On Sale Right Now!

**SILVER SURFER #5:** The Stranger strikes! The Surfer walks the streets as a human. The Fantastic Four make a great appearance! The greatest one yet!

**FANTASTIC FOUR #85:** The FF trapped in the kingdom of Dr. Doom! It's all that you'd expect from Marvel's masters of macabre fantasy! And wait! You see Sue!

**SPIDER-MAN #71:** Can you picture the wondrous web-slinger battling the super-fast Quicksilver? They're ravin' about this one for years to come! But not Jolly Jonah!

**AVENGERS #62:** In the jungle kingdom which once was his, the Black Panther fights the monstrous menace called the Man-Ape! Destined for instant classic-dom!

**DAREDEVIL #50:** A deadly rampaging robot! A mysterious villain sworn to slay Daredevil! And the biggest surprise of all awaiting you in this landmark issue!

**THOR #162:** You demanded it! More, more, more about the early mystery shrouded existence of Galactus! Also why does Thor return to Earth?

**CAPTAIN AMERICA #112:** Because of the seeming death of Captain America, Lee and Kirby unite once more to produce an unforgettable special tribute issue!

**MULH #114:** Sandman teams up with the Mandarin! The Hulk is betrayed! And Sandman's fate may be the week's biggest shocker!

**IRON MAN #12:** Why the crafty Controllor make mind slaves of a city - a nation - a world? You know it unless of Shethead can stop him. But how?

**SUB-MARINER #12:** This follows three of the mighty Namor tales on the lost island of Lucca. Lucca! A sword and sorcery saga you won't soon forget!

**CAPTAIN MARVEL #12:** Threatened in his attempt to avenge the death of Medic Uno, Ms. Marvel returns to Earth to face the monstrous menace of The Man-Slayer!

**SHIELD #13:** Have we got a title for you? The First Million Megaton Explosion! Plus the fighting finish of Fury's battle with the Hate Monger! A chiller!

**DR. STRANGE #179:** Out of the shrouded mists of the past! Dr. Strange fights side by side with the one and only Spider-Man! Put this one on your must list!

**SQT FURY #64:** The Peacemonger - perhaps the greatest combat tale of all! Just starring Simon Savage! See why eagle pacifists dig this war mag!

**CAPTAIN SAVAGE #12:** His name is Thompson. Is he a man of God - or the most monstrous traitor of World War II? Savage must earn the answer - or die!

**RAWHIDE RID #69:** And now the last eruption! The most popular western hero of all - in his most suspenseful shoot-out ever! This one you gotta see!

**MILLIE THE MODEL #100:** Still as tight and lively as ever! Lots of laughs for lads and ladies!

**MAD ABOUT MILLIE #1:** Millie's so popular we had to put out a 75¢ edition! It's a blast!

**COLLECTORS' ITEM CLASSICS #20:** The fabulous FF, the ever-incredible Iron Man, and the dazzling Dr. Strange in some of their greatest triumphs! Talk about bargains!

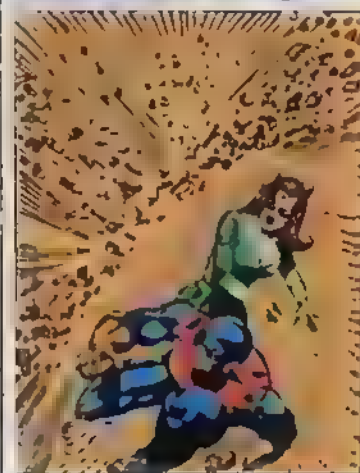
**MIGHTY MARVEL WESTERN #4:** Rawhide Kid, Two-Gun Kid, and Kid Colt Outlaw! Three names towering above the rest - and all yours in one pistol-packed page!

## AND STILL ON SALE

**NOT BRAND ECHM #12:** Gullfaws galore with Frankenstein! 69 the Unhumans and more of the most perfidious parodies of all time!

**MARVEL SUPER-HEROES #10:** Against swamp savages or supervillains - in jungle or city! There's only one Ra-Za! A mighty Marvel masterpiece!

**MARVEL TALES #19:** Spider-Man or Torchy and the grooviest Thunder God of all! Who says this isn't the Marvel Age of Wonderment? It's a gas!





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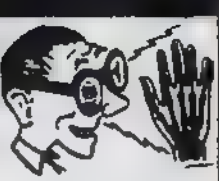
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# Mutant Mail-Box

ADDRESS YOUR LETTERS TO:  
THE MARVEL COMICS  
GROUP SECOND FLOOR  
625 MADISON AVE.,  
NEW YORK, N. Y. 10022

Dear Stan, Arnold, and Jim

In an attempt to both rescue you from all the letters complaining about Magneto's apparent resurrection I have sent in an explanation to Magneto's return. Combining my back issues of X-MEN, I checked up on all powers Magneto possesses. My search ended as I found in X-MEN #1 the answer to the mystery: Magneto had supposedly fallen to his death in AVENGERS #53; however, in X-MEN #1 he displayed the power to fly by means of magnetic repulsion. With this in mind, I concluded that Magneto must have broken his fall off the iron ore beneath the ocean floor. Why then, did he not pursue the Toad so as to avenge himself? The answer is simple: The blast had knocked him out! The question now is, how did an unconscious Magneto save himself? For this answer I once again consulted my complete X-MEN collection. In X-MEN #4, I discovered that Magneto had the power to separate his ectoplasmic spirit from his physical body and that in his "spiritual" form he could roam the ocean depths (see X-MEN #6). The answer to the mystery appeared. With his last ounce of consciousness, Magneto separated his spirit body from his physical body and while his physical body sank to the ocean floor, he (in spirit form) put together a mutant gang with Mesmero in charge. He later had Mesmero and his henchmen raise his body from the depths, and appear fully revived in X-MEN #50. A true villain cannot stay dead.

Randy Hertz, 80-68 Cornish Ave  
Elmhurst, N.Y. 11373

As you've eloquently explained, Randy, need we say that we were on the point of expressing that very solution ourselves at the very next opportunity (ahem)?



Dear Stan:

For the sake of two of your better comics, for the sake of all your fans, and for the sake of this fan, please take Jim Steranko off the X-MEN and put him back in SHIELD! Steranko's style is completely wrong for the X-MEN and the book gains nothing from his unusual and flamboyant method of drawing. Having the stories written, inked, and colored by other people doesn't help either. The X-MEN are better when they are done in an uncomplicated style of someone like Werner Roth with good clean lines, clear expressions, and limited gadgetry. By the way, the return of Magneto has been handled terribly—he came back too soon with no explanation given as to how he survived the plunge into the sea in AVENGERS #53. No night has been given on the whereabouts of the Toad Quicksilver, and the Scarlet Witch. Others will probably be telling you what I've just said in much better form, but please don't disregard it.

Howard L. Miller, 1427 So 32nd St  
Louisville, Ky. 40211

We're always prepared to listen to a point of view, Howard. Many others have indeed expressed similar opinions—especially those imploring us to return the Jaunty One to the Shield fold. But our artists rarely stay in one place long enough to tie an down, and we like to move them around from strip to strip, thus giving you the reader, the variety you demand. Some artists themselves may request a change of scene, if they feel they are not able to give everything they possibly can to a set of characters. Or maybe feel they've been with a particular book for too long and need a change for their work's sake. We're not saying any of these reasons are Jim's reasons—it's just that when you get hold of a towering talent like his, you don't want to pin it down to one may. Fair 'nuff?

## KNOW YE THESE, THE HALLOWED RANKS OF MARVELDOM:

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**K.O.F.** (KEEPER OF THE FLAME)—ONE WHO RECRUITS A NEWCOMER TO MARVEL'S ROLLYCOPPER RANKS

**P.M.M.** (PERMANENT MARVELITE MAXIMUS)—ANYONE POSSESSING ALL FOUR OF THE OTHER TITLES

**F.F.F.** (FEARLESS FRONT FAKER)—AN HONORARY TITLE BESTOWED FOR LIES TOLD TO MARVEL AGENTS AND BEYOND



Dear Stan and Jim,  
Instead of having a regular splash page, Mr. Jim Steranko did well in drawing four individual panels for the introduction of X-MEN #50. It suited this issue especially well with the opening panel of Mesmero's trance-giving eyes, while the following two panels which had the villain's underlings standing over the bodies of our two heroes lent itself perfectly with the dialogue to produce an effect of gloom. Turning the page, we see a magnificent two-page layout by Mr. Steranko: City of Mutants was blended well into the background while the barrenness of the terrain coupled with the super-structure, and the hyperscientific equipment gave the effect of an alien civilization. Looking through the rest of Jim's work, I see nothing to complain about. This leaves me to say that Jim should try out a few more issues of X-MEN while Mr. Springer could relieve him on S.H.I.E.L.D.

Masao Kono, P.O. Box 642  
Kapaa, Kauai, Hawaii 96746

After the answer you see above, Masao . . . all we can say is a hearty "Nuff said!"



Dear Stan, Arnold, and Jim,  
I want to congratulate you on one of the best X-MEN mags you've put out. X-MEN #51 is one of the greatest X-Men yarns I've read. Ol' Jaunty Jim Steranko's art was the best piece of artwork he's done for Marvel! One thing to Mr. Drake: now that Iceman had found a girl he likes, please don't have her killed or anything like that! From the way you had Iceman fight for her, I shudder to think what he would do if anything happened to her! On the subject of art, I think Jim made a boo-boo. On the cover, Erik the Red shows his whole face, but on page 15, why is he then in armor? Keep up the good work on the X-MEN and this will be one comic to help Marvel reach great heights of glory.

Robert Wiecek, 150 Vernon Ave.  
Yonkers, N.Y. 10704

We'll buy that, Bob. But not the boo-boo! Wouldya believe Jim drew Erik the Red without the helmet on the cover, just so's everybody could get a preview of his vitriolic visage? (Well you'd better, tiger 'cause it's the only answer we've got!)

Dear Stan, Arnold, and Jim.

After reading X-MEN #51 and becoming gradually sicker and sicker, I decided that I had to write. When Jim Steranko took over the art chores on NICK FURY, I first liked his work. I felt that he was interesting and unique. Gradually, as there was a change in Fury, my opinion of him also changed. Whatever happened to that great fighting forsome of Fury, Dum Dum, Gabe and Sitwell? While Fury was never the most realistic mag, under Steranko it became so unreal that it was ridiculous and pathetic. Fury could take any weapon from a rocket-launcher to a nuclear weapon from his belt, as could all his enemies. The mag was a lot better when Fury and his gang had few scientific weapons, but many guns and fists. Not that that wasn't bad enough — you then turned him loose on the X-MEN. The X-MEN was becoming a popular mag since the new costuming, the death of Prof. X, and other changes. Suddenly, however, you've turned this mag into pure fantasy. I've followed the art in Marvel for a long time. It's rapidly improving with bigger panels, clearer art, and more carefully drawn backgrounds. With Jim Steranko, however, the panels are occasionally much too big. If I wanted the number of full-page panels he gives us, I'd buy a coloring book instead! Perhaps give Jim a fantasy comic where his art would be appreciated . . .

Joel Rothaizer, 147-44 69 Road  
Flushing, N.Y. 11367

That's just what we thought we were doing with the X-MEN, Joel! Though not exactly a Magical Mystery Tour . . . it's not quite a documented report either! With awesome characters like Mesmero, Magneto, Lorna . . . Queen of Mutants and a supporting cast of thousands (among them a certain Jean, Scott, Warren, Hank and Bobby) . . . it grabs us as the fantasy-est!



Dear Stan, Arnold, and Jim,  
I think your mags are the greatest — but as I was reading ish #50 of the X-MEN I noticed on page 15, first panel, that Mesmero was not wearing his cape. I could understand a shoelace or a bobbypin missing — but his cape!! That is one of the most essential parts of his outfit. This ish is one of the most dramatic so far, and I can't wait to see the next. Not 'nuff said!!!

Wayne Burgett, 9619 Oaklawn Ave.  
Tampa, Fla. 33612

You'd better believe it, Wayne. We're gonna have our two cents worth even if it's only to say . . . we booed! But take a closer look at that panel and tell us if you can't see a FZZT! line that could've possibly started life as a cape! We'll admit that something happened to it on the long road toward the public gaze . . . but maybe you'll let us off the hook now you realize our hearts are pure . . . and our intentions good!

**NEXT**

**THE SECRET OF CYCLOPS' BROTHER!**



**STATEMENT OF OWNERSHIP, MANAGEMENT  
AND CIRCULATION**  
**ACT OF OCTOBER 3, 1917, SECTION 4336,**  
**TITLE 39, UNITED STATES CODE**

1. Date of filing: October 1, 1968.
2. Title of Publication: THE X-MEN.
3. Frequency of Issue: Monthly.
4. Location of Known Office of Publication: 625 Madison Ave., New York, N.Y. 10022.
5. Location of the Headquarters or General Business Office of the Publisher: 625 Madison Ave., New York, N.Y. 10022.
6. Names and addresses of the publishers, editors, and managing editor: Publisher: Martin Goodman, 625 Madison Ave., New York, N.Y. 10022. Editor: Stan Lee, 625 Madison Ave., New York, N.Y. 10022. Managing Editor: Sol Brodsky, 625 Madison Ave., New York, N.Y. 10022.
7. Owner: (If owned by a corporation, its name and address must be stated and also immediately thereafter the names and addresses of all stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given. If the publication is published by a sole proprietor, his name and address must be given.) Publisher: Martin Goodman, 625 Madison Ave., New York, N.Y. 10022.
8. Known bondholders, mortgagees, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages, or other securities (If there are none, so state): None.
9. For completion by nonprofit organizations authorized to mail at special rate, Section 132.122, Postal Manual: (The purpose, function, and nonprofit status of this organization and the exempt status for federal income tax purposes: Not applicable.)
10. Have not changed during preceding 12 months. ☐ Have changed during preceding 12 months. If changed, publisher must submit explanation of change with this statement.
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  - A. Total No. Copies (Net press run): Average no. copies each issue during preceding 12 months: 415,200; single issue nearest to filing date: 423,400.
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  - C. Total paid circulation: Average no. copies each issue during preceding 12 months: 275,460; single issue nearest to filing date: 297,551.
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  - F. Office use, leftovers, unsolicited returns: Average no. copies each issue during preceding 12 months: 12; single issue nearest to filing date: 12.
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Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

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Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

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